

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

DAVIS INTERNATIONAL, LLC, HOLDEX, LLC,;
FOSTON MANAGEMENT, LTD, and
OMNI TRUSTHOUSE, LTD,

Plaintiffs,

v.

No. 04-1482-GMS

NEW START GROUP CORP., VENITOM CORP.,;
PAN-AMERICAN CORP., MDM BANK,
URAL-GORNO METALURAGICAL COMPANY,;
EVRAZ HOLDING, MIKHAIL CHERNOI,
OLEG DERIPASKA, ARNOLD KISLIN,
MIKHAIL NEKRICH, and ISKANDER
MAKMUDOV,

Defendants.

DECLARATION OF JOEL B. KLEINMAN

JOEL B. KLEINMAN declares as follows:


1. I am a member of the Bars of the State of New York and the District of Columbia and a partner in the law firm of Dickstein Shapiro Morin & Oshinsky LLP, counsel for Defendant MDM Bank. I submit this Declaration in support of the Defendants' motions to dismiss the Complaint. MDM Bank joins in those motions.

2. In connection with the motion to dismiss on *forum non conveniens* grounds, and as a condition to dismissal on such grounds, MDM Bank hereby agrees:

- (a) to consent to the jurisdiction of the Russian courts in any action filed by Plaintiffs alleging the same or similar claims asserted in the Complaint;
- (b) to produce any relevant documents or witnesses in Russia;
- (c) to consent to any venue in Russia that may be selected by Plaintiffs; and

(d) to waive any defense based on any statute of limitations which may have expired after the filing of the Complaint herein (November 4, 2004) until 90 days after judgment in this case becomes final.

I declare under penalty of perjury that the foregoing is true and correct. Executed on March 24, 2005.



JOEL B. KLEINMAN